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ATTORNEYS FOR DEFENDANTS
CPF RECOVERY WAYS, LLC
CHICAGO PACIFIC CAPITAL, LLC
LAWRENCE LEISURE
MARY TOLAN

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEVADA

HUGH S. PROCTOR, an individual and SP TRUST a Nevada Trust, Plaintiffs, vs. CPF RECOVERY WAYS, LLC a Delaware limited liability company, et al., Defendants.	No.: 2:14-CV-1693-RFB-PAL **DECLARATION OF MARY TOLAN IN SUPPORT OF THE MOTION TO DISMISS FOR LACK OF PERSONAL JURISDICTION, OR, IN THE ALTERNATIVE, TO TRANSFER VENUE**

DECLARATION OF MARY TOLAN

I, Mary Tolan, declare under penalty of perjury as follows:

1.   I have been named as a defendant in this matter and submit my declaration, under oath.

2.   I am over 18 years old, and I have personal knowledge of the facts stated in this Declaration and, if called upon to do so, I could testify competently.

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4.   All of my utility bills are in Illinois.

5.   I pay State income taxes in Illinois.

6.   I have never been licensed by the State of Nevada.

7.   I have never lived in or been a resident of Nevada. I have visited Nevada on a few occasions (approximately twice in my life) but never in connection with the "Acquisition" or Recovery Ways generally.

8.   As founder and co-managing partner of Chicago Pacific Founders Fund, L.P. (a Delaware limited partnership), my role in the transaction was to meet with John Robertson and bring the concept to my business partners and to conduct due diligence. Nothing in my role focused on Recovery Ways, LLC in the State of Nevada. Nothing in my due diligence revealed anything specific to Recovery Ways, LLC or the State of Nevada.

9.   In fact, until my involvement in this matter, I had no knowledge that Recovery Ways, LLC was registered in Nevada, or that Recovery Ways operated a facility in Nevada up to 2010. The pre-2010 operations were not relevant to the transaction. Even if I had known Recovery Ways' place of registration, it would not have been relevant to the deal, which involved businesses and assets located in Utah.

10.   From a deal perspective, Recovery Ways' location in Salt Lake City was specifically attractive because Salt Lake City is a major Delta Airlines hub. A significant number of Recovery Ways' patients reside in other parts of the country so an airline hub is important to maintaining patient enrollment in Recovery Ways' programs.

11.   Until my involvement in this case, I did not know that Hugh S. Proctor was a resident of Nevada or that SP Trust was a Nevada trust.

I declare under penalty of perjury under the laws of the State of Nevada that the foregoing is true and correct.

EXECUTED this 11 day of December, 2014

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Mary Tolan